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DEC 12 2002

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In the Matter of

Alliance Telecommunications Corporation,
Transferor

and

Golden West Telecommunications
Cooperative, Inc.,

Transferee,

For Consent to ~~Transfer~~ Control of
Corporation Holding Commission
Authorization Pursuant to ~~Section~~ 214
of ~~the~~ Communications Act

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WC 03-2

APPLICATION FOR CONSENT TO TRANSFER CONTROL OF DOMESTIC 214 AUTHORIZATION

Golden West Telecommunications Cooperative, Inc. (Golden West) and Alliance Telecommunications Corporation (Alliance) (collectively, Applicants) ~~seek~~ consent to transfer ~~control~~ of the blanket Section 214 authorization held by Alliance's subsidiary Sioux Valley Telephone Company (Sioux Valley) ~~from~~ Alliance to Golden West. Golden West currently owns 20% of the equity and 25% of the voting stock of Alliance. Alliance and Golden West have agreed, ~~after~~ all necessary approvals are received, that Golden West will exchange all of its equity and voting stock ~~interest~~ in Alliance for all of the issued and outstanding capital stock of Sioux Valley (the Exchange Transaction).

As explained below, the Exchange Transaction **and** related transfer of control of the blanket Section 214 authorization will **serve** the public interest. **In** addition, there will be no

adverse effect upon competition in the provision of domestic. interstate telecommunications services as the result of the proposed transfer of control. Accordingly. the Applicants request streamlined treatment pursuant to sections 63.03 and 63.04 of the Commission's rules.

1. Name, address and telephone number of each applicant

Alliance Telecommunications Corporation
211 Main Street South
P.O. Box 428
Hector, MN 55342-0428
Attention: Steven H. Sjogren
(320) 848-6611

Golden West Telecommunications Cooperative, Inc.
415 Crown Street
P.O. Box 411
Wall, SD 57790-0411
Attention: George Strandell
(605) 279-2161

2. The government, state or territory under the laws of which each corporate or partnership applicant is organized

Alliance is a Minnesota corporation.

Golden West is a South Dakota corporation.

3. The name, title, post office address and telephone number of the officer or contact person, such as legal counsel, to whom correspondence concerning the application is to be addressed

For Golden West:

George Strandell
Golden West Telecommunications Cooperative, Inc.
415 Crown Street
P.O. Box 411
Wall, SD 57790-0411
(605) 279-2161

With a copy to Counsel:
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Mary J. Sisak
Blooston, Mordkofsky, Dickens, Duffy & Prendergast
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For Alliance:

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(320) 848-6611

Richard A. Primuth
Lindquist & Vennum
4200 IDS Center
80 South Eighth Street
Minneapolis, Minnesota 55402
(612) 371-3260

- 4. The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest one (1) percent)**

Pursuant to the Exchange Transaction, Alliance's wholly owned subsidiary, Sioux Valley Telephone Company (Sioux Valley), is being transferred to Golden West.

Alliance's address is as shown in 1., above. Alliance's principal business is the provision of local exchange telephone service through its operating subsidiaries. Alliance is owned by Hector Communications Corporation (Hector), Splitrock Telecom Cooperative, Inc. (Splitrock) and Golden West. Hector holds 68% equity and 50% voting stock. Golden West holds 20% equity and 25% voting stock, and Splitrock holds 12% equity and 25% voting stock of Alliance. Hector's address and principal place of business is 211 Main Street South, P.O. Box 428, Hector, MN 55342-0428

The stockholders that directly or indirectly own at least ten (10) percent of the equity of Hector, and their principal business, are as follows:

<u>Name and Address</u>	<u>Citizenship</u>	<u>Percentage</u>
Curtis A. Sampson 213 Main Street South Hector, Minnesota, 55342	U.S.	17

Mr. Sampson's principal business is Chairman and CEO of Hector and Alliance.

Gabelli Asset Management, Inc. One Corporate Center Rye, New York, 10580	15
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Gabelli Asset Management, Inc.'s principal business is asset management.

Golden West is a cooperative corporation that is owned by its member-owners. No single member-owner owns at least ten (10) percent of the equity of Golden West at the present time. The address of Golden West is as shown in 1.. above. The principal business of Golden West is the provision of local exchange telephone service

Splitrock is a cooperative corporation that is owned by its member-owners. No single member-owner owns at least ten (10) percent of the equity of Splitrock at the present time. The address of Splitrock is 612 East Third Street. P.O. Box 349, Garretson, SD 57030-0349.

Splitrock's principal business is the provision of local exchange telephone service

5. Certification pursuant to **47 C.F.R. sections 1.2001 through 1.2003** that **no party to this application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988. See, 21 U.S.C. § 853**

Alliance and Golden West certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's rules, that neither they, nor any of their affiliates, within the meaning of Section

3(1) of the Communications Act of 1934, as amended. are subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.21 U.S.C. § 853.

6. Description of the transaction

In the Exchange Transaction, Golden West is trading its **20%** equip interest and 25% voting interest in Alliance for 100% ownership of the stock of Sioux Valley. The Exchange Transaction involves the transfer of stock of an incumbent LEC by means of an acquisition of corporate control.

7. Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area

The local exchange service areas of Golden West and its subsidiary Vivian Telephone Company (Vivian), and Sioux Valley are depicted on the color-coded map included as Exhibit A hereto.

Alliance

Alliance provides a variety of communications services to its customers through its various subsidiaries. Alliance is the ultimate parent of six incumbent local exchange carriers (LECs) that own and operate approximately 31,445 access lines and provide communications services primarily to rural communities in South Dakota, Iowa, Wisconsin and Minnesota. The Alliance LECs are Sioux Valley, Hills Telephone Company, Inc. (Hills), Loretel Systems, Inc. (Loretel), Felton Telephone Company, Inc. (Felton), Hager TeleCom, Inc. (Hager), and Sleepy Eye Telephone Company (Sleepy Eye). Alliance also is the ultimate parent of OU Connection, Inc., which provides telecommunications services through the use of calling cards.

Sioux Valley is a rural local exchange carrier serving approximately 5,393 access lines. that provides wireline local exchange service. exchange access service. and interexchange service to residential and business customers in South Dakota and Minnesota. In South Dakota Sioux Valley serves the exchanges of Dell Rapids, Humboldt-Montrose, Colton, Valley Springs and North Larchwood, located in the county of Minnehaha in the southeastern part of the state. Sioux Valley serves approximately 4,549 access lines in these exchanges, while the county of Minnehaha has a population of approximately 148,281. Sioux Valley also serves the exchanges of Plankinton and Corsica in the counties of Aurora and Douglas, South Dakota, respectively, in south central South Dakota. Sioux Valley serves approximately 617 access lines in the Plankinton exchange, while the county of Aurora has a population of approximately 3,058. Sioux Valley serves approximately 684 access lines in the Corsica exchange, while the county of Douglas has a population of approximately 3,458.

In Minnesota, Sioux Valley serves the exchange of East Valley Springs located in the county of Rock in the southwestern corner of the state. Sioux Valley serves a total of approximately 43 access lines in the East Valley Springs exchange, while the county of Rock has a population of approximately 9,721.

Hills is a rural local exchange carrier serving approximately 2,811 access lines. that provides wireline local exchange service, exchange access service. and interexchange service to residential and business customers in Iowa and Minnesota. In Iowa, Hills serves the exchanges of Larchwood, Alvord, Inwood, Lester, South Steen, South Hills, and South Valley Springs located in the county of Lyon in the northwestern corner of the state. Hills serves approximately 2,152 access lines in these exchanges. while the county of Lyon has a population of approximately 11,750.

In Minnesota, Hills serves the exchanges of Hills. Steen and North Lester located in the county of Rock in the southwestern corner of the state. Hills serves a total of approximately 659 access lines in these exchanges, while the county of Rock has a population of approximately 9,721.

Sleepy Eye is a rural local exchange carrier serving approximately 6,551 access lines. that provides wireline local exchange service, exchange access service, and interexchange service to residential and business customers in Minnesota.

Loretel is a rural local exchange carrier serving approximately 13,318 access lines in Minnesota and 49 access lines in North Dakota, that provides wireline local exchange service, exchange access service, and interexchange service to residential and business customers.

Felton is a rural local exchange carrier serving approximately 757 access lines, that provides wireline local exchange service, exchange access service, and interexchange service to residential and business customers in Minnesota.

Hager is a rural local exchange carrier serving approximately 2,066 access lines, that provides wireline local exchange service, exchange access service, and interexchange service to residential and business customers in Wisconsin.

Alliance's Affiliates

Hector

Alliance's affiliate, Hector Communications Corporation (Hector). is a holding company and the ultimate owner of 100% of the following providers of domestic telecommunications services:

Arrowhead Communications Corporation (Arrowhead) - Arrowhead is a local exchange carrier serving **779** access lines, that provides wireline local exchange service, exchange access service, and interexchange service to residential and business customers in Minnesota.

Eagle Valley Telephone Company (Eagle Valley) - Eagle Valley is a local exchange carrier serving **703** access lines, that provides wireline local exchange service, exchange access service, and interexchange service to residential and business customers in Minnesota.

Granada Telephone Company (Granada) - Granada is a local exchange carrier serving **275** access lines, that provides wireline local exchange service, exchange access service, and interexchange service to residential and business customers in Minnesota.

Indianhead Telephone Company (Indianhead) - Indianhead is a local exchange carrier serving **2,422** access lines, that provides wireline local exchange service, exchange access service, and interexchange service to residential and business customers in Wisconsin.

Pine Island Telephone Company (Pine Island)- Pine Island is a local exchange carrier serving **3,331** access lines, that provides wireline local exchange service, exchange access service, and interexchange service to residential and business customers in Minnesota.

Indianhead Communications Corporation (ICC) - ICC resells long distance service in Wisconsin.

Mustang Communications Corporation (MCC) - MCC provides fiber for the transport of interactive digital video services for schools in Minnesota.

Each of the telephone companies listed above as subsidiaries of Alliance and Hector hold a small interest (in every case less than 10%) in the centralized equal access provider operating in the state. The telephone companies operating in South Dakota hold a small interest in South Dakota Network, LLC (SDN); the telephone companies operating in Minnesota hold a small

interest in Onvoy, Inc. (Onvoy); and the telephone companies operating in Iowa hold a small interest in Iowa Network Services, Inc. (INS). SDN is a limited liability corporation owned by thirty South Dakota independent local exchange carriers that provides centralized equal access and transport services throughout various portions of rural South Dakota. Onvoy is a corporation owned by fifty-seven Minnesota independent local exchange carriers and two venture capital organizations that provides centralized equal access and transport services and interexchange service throughout various portions of rural Minnesota. INS is a corporation owned by 125 Iowa independent local exchange carriers that provides centralized equal access and transport services throughout various portions of rural Iowa.

Splitrock

Splitrock is a rural local exchange carrier that provides wireline local exchange service, exchange access service, and interexchange service to residential and business customers in South Dakota and Minnesota. Splitrock serves approximately 5,197 access lines in the exchanges of Brandon and Garretson in Minnehaha County, South Dakota. Splitrock also serves approximately 79 access lines in the East Garretson exchange in Rock County, Minnesota. Splitrock serves a total of approximately 5,276 access lines in its exchanges.

Splitrock's affiliate, Splitrock Properties, Inc. (Splitrock Properties), is a rural local exchange carrier that provides wireline local exchange service, exchange access service, and interexchange service to residential and business customers in South Dakota. Splitrock Properties serves the exchange of Howard in Miner County and the exchange of Oldham-Ramona in Kingsbury and Lake Counties. Splitrock Properties serves a total of approximately 1,542 access lines in these exchanges, while the three counties have a combined population of approximately 19,975.

Splitrock currently holds a 3.5 percent equity interest in Express Communications, Inc. (Express), a provider of domestic and international long distance toll service. Express is owned by twenty-seven South Dakota local exchange carriers (including Splitrock). Express provides domestic and international long distance toll service in the service area of Splitrock and Splitrock Properties, Inc.

Splitrock holds a franchise from the National Rural Telecommunications Cooperative (NRTC) to sell Direct Broadcast Satellite (DBS) service to residents of northeastern Minnehaha County and all of Rock County, Minnesota. and to provide associated installation, repair and customer service functions to those purchasing DBS service from it.

Splitrock provides Internet access services to customers located within its two exchange areas, within the three exchanges of its subsidiary Splitrock Properties, Inc. and the areas surrounding these five exchanges.

Splitrock holds a 2.88 percent equity interest in SDN. Splitrock's subsidiary Splitrock Properties, Inc. also holds a 1.49 percent equity interest in SDN.

Splitrock owns 100 percent of the stock of Splitrock Communications, Inc. (Splitrock Communications). Splitrock Communications holds a 5.0 percent general partnership interest in West Central Transport Group, which provides transport facilities to third parties in eastern South Dakota and western Minnesota.

Splitrock owns 12 percent of the equity and 25 percent of the voting stock (a non-controlling interest) of Alliance Telecommunications Corporation (Alliance), as described previously herein.

Splitrock holds a 33.33 percent interest in ABS LMDS Venture, which holds FCC licenses for LMDS facilities in the following eight BTAs: Fort Dodge, Iowa; Mason City, Iowa;

Sioux City, Iowa; Janesville-Beloit, Wisconsin; Madison, Wisconsin; Mitchell, South Dakota; Sioux Falls, South Dakota; and Worthington, Minnesota.

Golden West

Golden West is a rural local exchange carrier that provides wireline local exchange service, exchange access service, and interexchange service to residential and business customers in South Dakota, Nebraska and Wyoming. Golden West serves 27 exchanges in the western half of South Dakota, with approximately 16,338 access lines in South Dakota, 91 access lines in Nebraska and 29 access lines in Wyoming. Golden West serves a total of approximately 16,458 access lines in its exchanges.

Golden West Telephone Properties, Inc., which is 100% owned by Golden West, owns 100% of Vivian Telephone Company (Vivian), a rural local exchange carrier that provides wireline local exchange service, exchange access service, and interexchange service to residential and business customers in South Dakota and Nebraska. Vivian serves 19 exchanges primarily in the southeastern portion of South Dakota, with 19,830 access lines in South Dakota and 17 access lines in Nebraska. Vivian serves a total of approximately 19,847 access lines in its exchanges.

G.W. Wireless, Inc. is a wholly owned subsidiary of Golden West that holds Personal Communication Services (PCS) and Local Multi-point Distribution System (LMDS) licenses for portions of South Dakota. In May 2001, G.W. Wireless, Inc. purchased Rapid Net, an independent Internet provider in the Black Hills area. Rapid Net provides Internet services, web development and hosting in Rapid City and several surrounding communities.

Golden West Technologies, is a wholly owned subsidiary of Golden West that provides paging; business phone systems. equipment sales and a call center in Rapid City. South Dakota.

Golden West Technologies also provides and maintains telephone systems in the Golden West exchanges and has been active in providing telephone sales and leases throughout the Black Hills region.

Golden West provides Internet access services to customers located within its 27 exchange areas, within the 19 exchanges of its subsidiary Vivian Telephone Company and areas surrounding these exchanges.

Golden West and Vivian hold an 18.97 percent equity interest in SDN.

Golden West and Vivian hold a 21.97 percent equity interest in Express. Express provides wholesale toll service to Golden West and Vivian, which the companies resell to their customers.

Golden West also owns 20 percent of the equity and 25 percent of the voting stock of Alliance, as described previously herein.

8. A statement as to how the application fits into one or more of the presumptive streamlined categories in Section 63.03 or why it is otherwise appropriate for streamlined treatment

The Applicants request presumptive streamlined treatment of this application pursuant to section 63.03(b)(2)(iii) of the Commission's rules. Section 63.03(b)(2)(iii) confers presumptive streamlined treatment where the proposed transfer of control "would result in a transferee having a market share in the interstate, interexchange market of less than 10 percent, and the transferee would provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction." and the applicants, including any affiliates of the entity within the meaning of section 3(1) of the Communications Act of 1934, as amended, are incumbent local exchange

carriers “that have, in combination, fewer than two (2) percent of the nation’s subscriber lines installed in the aggregate nationwide. and no overlapping or adjacent service areas.”

The Alliance and Golden West affiliates, in combination, have approximately 82,078 access lines. This comprises a very small fraction of the 3,594,930 access lines that constitute two percent of the nation’s estimated 179,746,541 access lines for 2001.²

Moreover, the proposed Exchange Transaction would result in Golden West, the transferee, having a market share in the interstate, interexchange market of less than 10 percent, and Golden West would provide “competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction.”

The Alliance and Golden West affiliates also do not have any overlapping service areas. In addition, Golden West and Sioux Valley do not have any adjacent service areas. The service area of Alliance’s affiliate, Splitrock Telecom Cooperative, Inc., is currently adjacent to the service area of Alliance’s subsidiary, Sioux Valley Telephone Company. However, pursuant to a separate 214 application, which is being filed simultaneously, Splitrock is trading its 12% equity interest and 25% voting interest in Alliance for 100% ownership of the stock of Alliance’s subsidiary, Hills Telephone Company. When that transaction is complete, the Alliance and Golden West affiliates will not have any adjacent service areas.

If the Commission believes that the Applicants do not qualify for presumptive streamlined treatment, then the Applicants request streamlined treatment. No serious public

¹ 46 C.F.R. §63.03(b)(2).

See. Industry Analysis and Technology Division. Trends in Telephone Service. May 2002. Table 8.1.

47 C.F.R. §63.03(b)(2).

interest concerns regarding the state of competition are raised by the proposed transfer. The companies are small, rural carriers that serve a small percentage of the total number of access lines in the states of South Dakota and Minnesota.⁴ None of the Applicants or their affiliates serves a metropolitan area and none serves a city with a population of more than 5,693.⁵ Thus, the proposed Exchange Transaction does not threaten potential competitive entry in large metropolitan areas

The Applicants also do not compete in each other's local exchange areas and, as shown by Exhibit A, Golden West and Sioux Valley do not have incumbent local exchange areas that are adjacent to each other. The Applicants have no plans to enter each other's markets and they do not engage in extensive advertising in each other's regions.

9. Identification of all other Commission applications related to the same transaction.

None. However, Alliance is transferring control of Hills to Splitrock at the same time, in a separate 214 application. Although Alliance is the transferor in the Exchange Transaction and the Splitrock transaction, there is no ownership, operation, or other interest between Golden West and Splitrock: the transferees.

10. A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure

The total number of access lines in South Dakota is 482,722. The total number of access lines served by Golden West, including Vivian, and Sioux Valley in South Dakota is 36,168 and 5,850; respectively. The total number of access lines in Minnesota is over 3,000,000. The total number of access lines served by Sioux Valley in Minnesota is 43.

⁵ The largest incorporated town served by Splitrock is Brandon, South Dakota, with a population of 5,693. The largest incorporated town served by Sioux Valley is Dell Rapids, South Dakota with a population of approximately 2,980.

None of the parties is facing imminent business failure. Accordingly, no special consideration of this application on this ground is requested.

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11. Identification of any separately filed waiver requests being sought in conjunction with the transaction.

There are no separately filed waiver requests being sought in conjunction with the Exchange Transaction.

12. A statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets.

The proposed Exchange Transaction and related transfer of control of the blanket 214 authorization will advance the public interest because Golden West, like Sioux Valley, is based in South Dakota and is focused on providing local service to South Dakota communities, which will lead to operating efficiencies and more efficient delivery of services for the combined entities. The Exchange Transaction will be transparent to the customers of the companies, who will continue to be served by the same experienced personnel serving them today.

CONCLUSION

For the reasons stated herein, the parties request that the Commission accord this petition streamlined treatment and issue an order approving the Exchange Transaction

Respectfully Submitted,

GOLDEN WEST TELECOMMUNICATIONS COOPERATIVE, INC

By George Strandell
George Strandell
Golden West Telecommunications Cooperative, Inc.
415 Crown Street
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(605) 279-2161

ALLIANCE TELECOMMUNICATIONS CORPORATION

By _____
Steven H. Sjogren
Alliance Telecommunications Corporation
211 Main Street South
P.O. Box 428
Hector, MN 55342-0428
(320) 848-6611

Dated. December 12, 2002

CONCLUSION

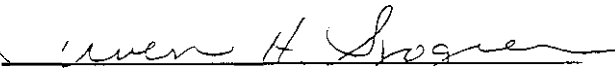
For the reasons stated herein, the parties request that the Commission accord this petition streamlined treatment and issue an order approving the Exchange Transaction

Respectfully Submitted,

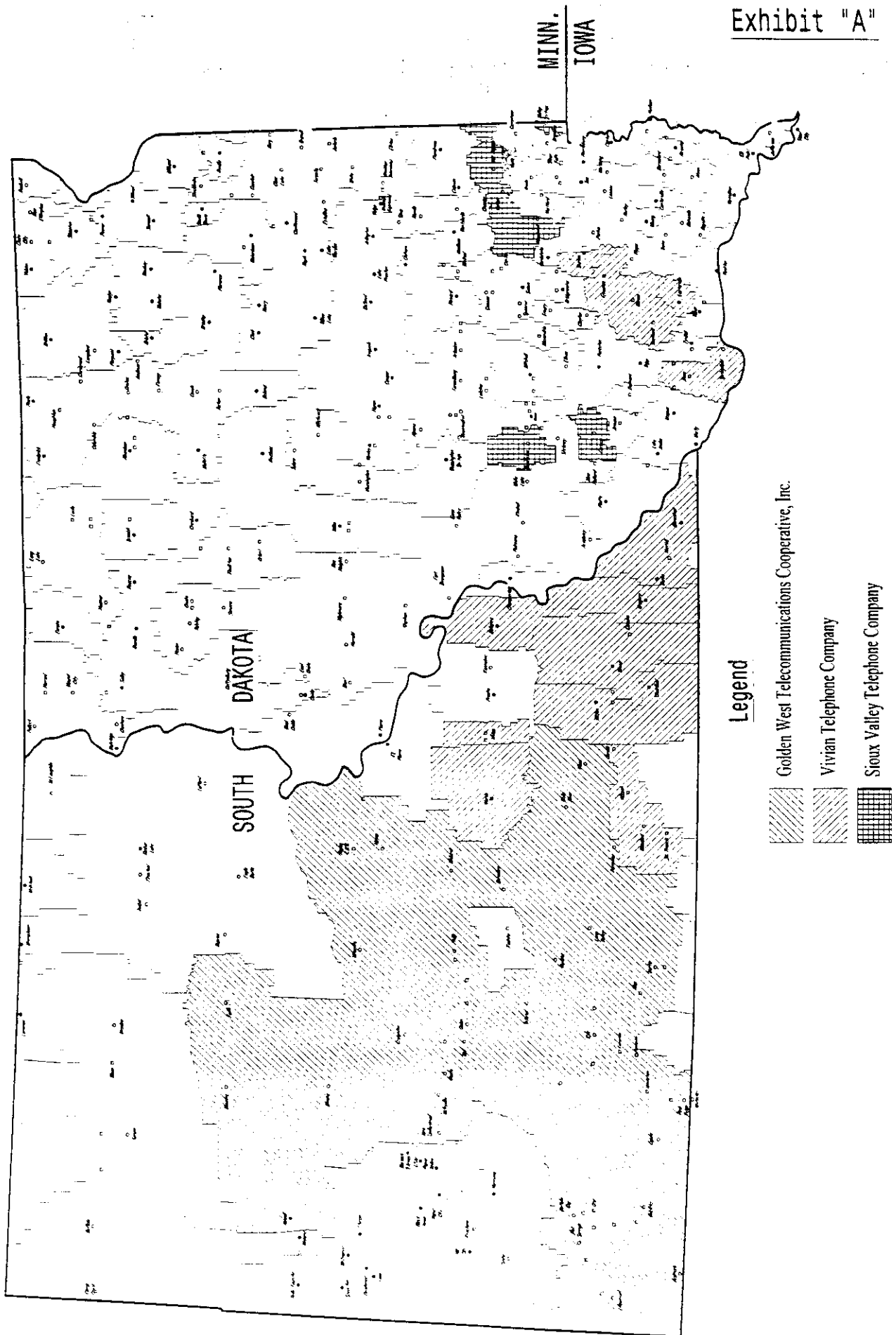
GOLDEN WEST TELECOMMUNICATIONS COOPERATIVE, INC.

By _____
George Strandell
Golden West Telecommunications Cooperative, Inc.
415 Crown Street
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ALLIANCE TELECOMMUNICATIONS CORPORATION

By _____
Steven H. Sjogren
Alliance Telecommunications Corporation
211 Main Street South
P.O. Box 428
Hector, MN 55342-0428
(320) 848-6611

Dated: December 12, 2002



READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page No. 1 of 1

(1) LOCKBOX # 358145

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)

Golden West Telecommunications Cooperative, Inc.

\$860.00

(4) STREET ADDRESS LINE NO. 1

415 Crown Street

(5) STREET ADDRESS LINE NO. 2

P.O. Box 411

(6) CITY

Wall

STATE

SD

(8) ZIP CODE

57790-0411

(9) DAYTIME TELEPHONE NUMBER (include area code)

(605) 279-2161

(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYER (FRN)

0006-4604-14

(12) PAYER (TIN)

460237830

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME

(14) STREET ADDRESS LINE NO. 1

(15) STREET ADDRESS LINE NO. 2

(16) CITY

(17) STATE

(18) ZIP CODE

(19) DAYTIME TELEPHONE NUMBER (include area code)

(20) COUNTRY CODE (if not in U.S.A.)

(21) APPLICANT (FRN)

(22) APPLICANT (TIN)

COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

CUT.

1

(26A) FEE DUE FOR (PTC)

\$860.00

(27A) TOTAL FEE

\$860.00

FCC USE ONLY

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT

I, DOUGLAS W. EVERETTE, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.

SIGNATURE

DATE 12/12/02

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION
DATE:

☐

MASTERCARD

☐

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s) authorization herein described.

SIGNATURE

DATE